Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2002

Open to Public Inspection

A For the 2002 calendar year, or tax year period beginning and ending

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Final return [ ] Amended return [ ] Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

29 IB IX 54-6052427 200312
GEORGE C MARSHALL RESEARCH
FOUNDATIONEDQUAD
PO BOX 1600
LEXINGTON VA 24450-1600 P-25 P66

I R S suite

D Employer identification number: 54-6052427

E Telephone number: (540)463-7103

F Accounting method [ ] Cash [X] Accrual [ ] Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? N/A [ ] Yes [ ] No (If "No," attach a list)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [X] No

G Web site ▶WWW.MARSHALLFOUNDATION.ORG

J Organization type (check only one) ▶ [X] 501(c) (3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

K Check here ▶ [ ] if the organization's gross receipts are normally not more than $25,000 The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data Some states require a complete return

I Enter 4-digit GEN ▶

M Check ▶ [ ] if the organization is **not** required to attach Sch B (Form 990, 990-EZ, or 990-PF)

L Gross receipts Add lines 6b, 8b 9b, and 10b to line 12 ▶ 5,399,892.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

SCANNED SEP 27 2001

			(A) Securities		(B) Other		
Revenue	1	Contributions, gifts, grants, and similar amounts received					
	a	Direct public support		1a	510,914.		
	b	Indirect public support		1b			
	c	Government contributions (grants)		1c	356,635.		
	d	Total (add lines 1a through 1c) (cash $ 867,549. noncash $)				1d	867,549.
	2	Program service revenue including government fees and contracts (from Part VII line 93)				2	772,916.
	3	Membership dues and assessments				3	
	4	Interest on savings and temporary cash investments				4	2,555.
	5	Dividends and interest from securities				5	220,130.
	6 a	Gross rents		6a			
	b	Less rental expenses		6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)				6c	
	7	Other investment income (describe ▶)				7	
	8 a	Gross amount from sale of assets other than inventory	3,489,475.	8a	16,035.		
	b	Less cost or other basis and sales expenses	3,438,525.	8b	12,007.		
	c	Gain or (loss) (attach schedule)	50,950.	8c	4,028.		
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	STMT 1		STMT 2	8d	54,978.
	9	Special events and activities (attach schedule)					
	a	Gross revenue (not including $ of contributions reported on line 1a)		9a			
	b	Less direct expenses other than fundraising expenses		9b			
	c	Net income or (loss) from special events (subtract line 9b from line 9a)				9c	
	10 a	Gross sales of inventory, less returns and allowances		10a	27,576.		
	b	Less cost of goods sold STATEMENT 4		10b	16,321.		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)			STMT 3	10c	11,255.
	11	Other revenue (from Part VII, line 103)				11	3,656.
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)				12	1,933,039.
Expenses	13	Program services (from line 44, column (B))				13	1,820,085.
	14	Management and general (from line 44, column (C))				14	333,922.
	15	Fundraising (from line 44, column (D))				15	296,299.
	16	Payments to affiliates (attach schedule)				16	
	17	Total expenses (add lines 16 and 44, column (A))				17	2,450,306.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)				18	<517,267.>
	19	Net assets or fund balances at beginning of year (from line 73, column (A))				19	8,075,865.
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 5				20	<388,411.>
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)				21	7,170,187.

RECEIVED
1303
JUN 0 8 2003
IRS-OSC
OGDEN, UT

20

Part II Statement of Functional Expenses. All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) cash $ 7,000. noncash $	22	7,000.	7,000.	STATEMENT 9	
23 Specific assistance to individuals (attach schedule)	23	23,750.	23,750.	STATEMENT 10	
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc	25	72,536.	32,651.	25,378.	14,507.
26 Other salaries and wages	26	863,914.	579,490.	143,562.	140,862.
27 Pension plan contributions	27	43,124.	28,134.	7,810.	7,180.
28 Other employee benefits	28	90,338.	58,937.	16,360.	15,041.
29 Payroll taxes	29	70,916.	46,494.	12,722.	11,700.
30 Professional fundraising fees	30	11,130.			11,130.
31 Accounting fees	31	10,500.	48.	10,452.	
32 Legal fees	32	1,654.		1,654.	
33 Supplies	33	41,310.	32,562.	5,124.	3,624.
34 Telephone	34	28,613.	22,224.	2,999.	3,390.
35 Postage and shipping	35	29,059.	17,256.	7,972.	3,831.
36 Occupancy	36	44,231.	39,807.	2,212.	2,212.
37 Equipment rental and maintenance	37	18,472.	12,954.	3,570.	1,948.
38 Printing and publications	38	81,719.	49,367.	21,337.	11,015.
39 Travel	39	169,410.	140,460.	8,803.	20,147.
40 Conferences, conventions, and meetings	40	144,003.	127,868.	12,440.	3,695.
41 Interest	41	4,100.	2,675.	742.	683.
42 Depreciation, depletion, etc (attach schedule)	42	54,582.	49,124.	2,729.	2,729.
43 Other expenses not covered above (itemize)					
a	43a				
b	43b				
c	43c				
d	43d				
e SEE STATEMENT 6	43e	639,945.	549,284.	48,056.	42,605.
44 Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D) carry these totals to lines 13-15	44	2,450,306.	1,820,085.	333,922.	296,299.

Joint Costs Check ▶ ☐ if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ ______, (ii) the amount allocated to Program services $ ______, (iii) the amount allocated to Management and general $ ______, and (iv) the amount allocated to Fundraising $ ______

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? ▶ SEE STATEMENT 7

All organizations must describe their exempt purpose achievements in a clear and concise manner State the number of clients served, publications issued, etc Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

	Program Service Expenses (Required for 501(c)(3) and (4) orgs, and 4947(a)(1) trusts, but optional for others)
a OUTREACH ACTIVITIES--INCLUDES ROTC CONFERENCE CONDUCTED IN PARTNERSHIP WITH THE UNITED STATES ARMY TRAINING AND DOCTRINE COMMAND (Grants and allocations $)	288,162.
b GEORGE C MARSHALL AWARD AND DINNER AWARD TO 41ST PRESIDENT OF THE U.S. GEORGE W BUSH AND ASSOCIATED PROGRAM COSTS (Grants and allocations $)	283,455.
c SEE STATEMENT 8 (Grants and allocations $)	233,089.
d EDUCATION & LEADERSHIP PROGRAMS INCLUDES 20TH CENTURY ROLE MODELS, BARUCH FELLOWSHIPS, JROTC AND CHICAGO HIGH SCHOOL REDESIGN INITIATIVE (Grants and allocations $ 30,750.)	617,462.
e Other program services (attach schedule) STATEMENT 11 (Grants and allocations $)	397,917.
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	1,820,085.

Part IV Balance Sheets

	Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only*			(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing			400.	45	400.
	46 Savings and temporary cash investments			378,401.	46	73,612.
	47 a Accounts receivable	47a				
	b Less allowance for doubtful accounts	47b		3,187.	47c	
	48 a Pledges receivable	48a	1,261,161.			
	b Less allowance for doubtful accounts	48b		1,320,174.	48c	1,261,161.
	49 Grants receivable			28,000.	49	51,901.
	50 Receivables from officers, directors, trustees, and key employees				50	
	51 a Other notes and loans receivable	51a				
	b Less allowance for doubtful accounts	51b			51c	
	52 Inventories for sale or use			72,079.	52	67,029.
	53 Prepaid expenses and deferred charges			28,400.	53	16,204.
	54 Investments - securities STMT 12 STMT 13 ▶ ☐ Cost ☒ FMV			6,856,585.	54	6,431,807.
	55 a Investments - land, buildings, and equipment basis	55a				
	b Less accumulated depreciation	55b			55c	
	56 Investments - other				56	
	57 a Land, buildings, and equipment basis	57a	1,484,034.			
	b Less accumulated depreciation	57b	1,081,490.	456,650.	57c	402,544.
	58 Other assets (describe ▶ RESTRICTED CASH)				58	91,725.
	59 **Total assets** (add lines 45 through 58) (must equal line 74)			9,143,876.	59	8,396,383.
Liabilities	60 Accounts payable and accrued expenses			133,734.	60	169,261.
	61 Grants payable			12,170.	61	12,170.
	62 Deferred revenue			825,378.	62	825,378.
	63 Loans from officers, directors, trustees, and key employees				63	
	64 a Tax-exempt bond liabilities				64a	
	b Mortgages and other notes payable			75,000.	64b	110,000.
	65 Other liabilities (describe ▶ SEE STATEMENT 14)			21,729.	65	109,387.
	66 **Total liabilities** (add lines 60 through 65)			1,068,011.	66	1,226,196.
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74					
	67 Unrestricted			4,222,980.	67	3,266,308.
	68 Temporarily restricted			426,461.	68	413,345.
	69 Permanently restricted			3,426,424.	69	3,490,534.
	Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
	73 **Total net assets or fund balances** (add lines 67 through 69 or lines 70 through 72, column (A) **must** equal line 19, column (B) **must** equal line 21)			8,075,865.	73	7,170,187.
	74 **Total liabilities and net assets / fund balances** (add lines 66 and 73)			9,143,876.	74	8,396,383.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization How the public perceives an organization in such cases may be determined by the information presented on its return Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return

a	Total revenue, gains, and other support per audited financial statements	a	2,133,072.
b	Amounts included on line a but not on line 12, Form 990		
(1)	Net unrealized gains on investments $ 190,083.		
(2)	Donated services and use of facilities $		
(3)	Recoveries of prior year grants $		
(4)	Other (specify) STMT 15 $ 16,321.		
	Add amounts on lines (1) through (4)	b	206,404.
c	Line a minus line b	c	1,926,668.
d	Amounts included on line 12, Form 990 but not on line a		
(1)	Investment expenses not included on line 6b, Form 990 $ 6,371.		
(2)	Other (specify) $		
	Add amounts on lines (1) and (2)	d	6,371.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	1,933,039.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements	a	2,460,256.
b	Amounts included on line a but not on line 17, Form 990		
(1)	Donated services and use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify) STMT 16 $ 16,321.		
	Add amounts on lines (1) through (4)	b	16,321.
c	Line a minus line b	c	2,443,935.
d	Amounts included on line 17, Form 990 but not on line a		
(1)	Investment expenses not included on line 6b, Form 990 $ 6,371.		
(2)	Other (specify) $		
	Add amounts on lines (1) and (2)	d	6,371.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	2,450,306.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
ALBERT J. BEVERIDGE III 207 OVERHILL DRIVE LEXINGTON, VIRGINIA 24450	PRESIDENT 40	46,494.	0.	884.
HARRY H WARNER 126 WEST MIDLAND TRAIL LEXINGTON, VIRGINIA 24450	PRESIDENT 40	26,042.	0.	979.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? If "Yes," attach schedule ▶ [ ] Yes [X] No

Part VI Other Information

			Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77		X
78 a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A	78b		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?	80a		X
b	If "Yes," enter the name of the organization ▶ ______ and check whether it is ☐ exempt or ☐ nonexempt			
81 a	Enter direct or indirect political expenditures See line 81 instructions — 81a: 0.			
b	Did the organization file Form 1120-POL for this year?	81b		X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X	
b	If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III) — 82b			
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A	84b		
85	*501(c)(4), (5), or (6) organizations* a Were substantially all dues nondeductible by members? N/A	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less? N/A	85b		
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year			
c	Dues, assessments, and similar amounts from members — 85c: N/A			
d	Section 162(e) lobbying and political expenditures — 85d: N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices — 85e: N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) — 85f: N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A	85g		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A	85h		
86	*501(c)(7) organizations* Enter a Initiation fees and capital contributions included on line 12 — 86a: N/A			
b	Gross receipts, included on line 12, for public use of club facilities — 86b: N/A			
87	*501(c)(12) organizations* Enter a Gross income from members or shareholders — 87a: N/A			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) — 87b: N/A			
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Part IX	88		X
89 a	*501(c)(3) organizations* Enter Amount of tax imposed on the organization during the year under section 4911 ▶ 0. , section 4912 ▶ 0. , section 4955 ▶ 0.			
b	*501(c)(3) and 501(c)(4) organizations* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Enter Amount of tax on line 89c, above, reimbursed by the organization ▶ 0.			

90 a List the states with which a copy of this return is filed ▶ VIRGINIA, NEW YORK

b Number of employees employed in the pay period that includes March 12, 2002 — 90b: 26

91 The books are in care of ▶ MARY LOWERY Telephone no ▶ (540)463-7103

Located at ▶ P. O. BOX 1600, LEXINGTON, VIRGINIA ZIP + 4 ▶ 24450

92 *Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A

Part VII Analysis of Income-Producing Activities (See page 31 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	(E) Related or exempt function income
93 Program service revenue:					
a MUSEUM ADMISSIONS			06	21,252.	
b MARSHALL AWARD DINNER					511,957.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies			06	239,707.	
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	2,555.	
96 Dividends and interest from securities			14	220,130.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			01	54,978.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory			12	11,255.	
103 Other revenue:					
a MISCELLANEOUS			01	3,306.	
b ROYALTIES			15	350.	
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		553,533.	511,957.
105 Total (add line 104, columns (B), (D), and (E))				▶	1,065,490.

Note: *Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 32 of the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
936	MARSHALL AWARD TO 41ST PRESIDENT GEORGE W BUSH

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 32 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
N/A	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 33 of the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: *If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).*

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

▶ Signature of officer: [signature] President Date: 3 May 03 ▶ HARRY H WARNER, PRESIDENT
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] Date: 5/20/03 Check if self-employed ▶ ☐ Preparer's SSN or PTIN: P00084879

Firm's name (or yours if self-employed), address, and ZIP + 4: ▶ RAETZ & HAWKINS PC CPAS, 128 SOUTH RANDOLPH STREET, LEXINGTON, VIRGINIA 24450-0916

EIN ▶ 54-1298267

Phone no. ▶ (540) 463-7121

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No 1545-0047

2002

Name of the organization: GEORGE C. MARSHALL RESEARCH FOUNDATION

Employer identification number: 54 6052427

Part I **Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**
(See page 1 of the instructions List each one If there are none, enter "None")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
LINDA M. MAINI 19 GREY DOVE ROAD, LEXINGTON VA 24450	OUTREACH PROG 40	76,259.	5,099.	3,915.
BRYAN D SHAW 1 QUAIL COVEY ROAD LEXINGTON VA 24450	ADVANCE & COM 40	81,739.	3,150.	1,674.
MICHAEL H FARLEY 550 IVY COURT, LAKE FOREST, IL 60045	EDUCATIONAL 40	90,518.	4,000.	38,094.
Total number of other employees paid over $50,000 ▶	0			

Part II **Compensation of the Five Highest Paid Independent Contractors for Professional Services**
(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
ACADEMIC SEARCH CONSULTANTS 1717 K ST NW SUITE 210, WASHINGTON, DC 20036	EXECUTIVE SEARCH	53,929.
VTLS INC 17011 CRAFT DR BLACKSBURG, VA 24060	PROGRAM DEVELOPMENT	51,116.
Total number of others receiving over $50,000 for professional services ▶ 0		

Part III Statements About Activities (See page 2 of the instructions)

		Line	Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ ______ $ ______ (**Must equal amounts on line 38**, Part VI-A, or line i of Part VI-B)	1	X	
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? SEE PART V, FORM 990	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3	Does the organization make grants for scholarships, fellowships student loans, etc ? (See **Note** below)	3	X	
4	Do you have a section 403(b) annuity plan for your employees?	4	X	

Note *Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments* SEE STATEMENT 17

Part IV Reason for Non-Private Foundation Status (See pages 3 through 5 of the instructions)

The organization is not a private foundation because it is (Please check only **ONE** applicable box)

5 ☐ A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6 ☐ A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7 ☐ A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8 ☐ A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 ☐ A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶ ______

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b ☐ A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 ☐ An organization that normally receives **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable etc , functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 ☐ An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

223111
01 22-03

Part IV-A **Support Schedule** (Complete only if you checked a box on line 10, 11, or 12) **Use cash method of accounting**
Note *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting*

Calendar year (or fiscal year beginning in) ▶	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	1,103,538.	840,665.	2,118,051.	1,247,184.	5,309,438.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose	239,045.	238,573.	250,161.	218,625.	946,404.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	<218,003.>	1,164,239.	747,739.	317,388.	2,011,363.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	1,124,580.	2,243,477.	3,115,951.	1,783,197.	8,267,205.
24 Line 23 minus line 17	885,535.	2,004,904.	2,865,790.	1,564,572.	7,320,801.
25 Enter 1% of line 23	11,246.	22,435.	31,160.	17,832.	

26 **Organizations described on lines 10 or 11** a Enter 2% of amount in column (e), line 24 ▶ 26a 146,416.

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1998 through 2001 exceeded the amount shown in line 26a **Do not file this list with your return** Enter the sum of all these excess amounts ▶ 26b 80,852.

c Total support for section 509(a)(1) test Enter line 24, column (e) ▶ 26c 7,320,801.

d Add Amounts from column (e) for lines 18 2,011,363. 19 ______ 22 ______ 26b 80,852. ▶ 26d 2,092,215.

e Public support (line 26c minus line 26d total) ▶ 26e 5,228,586.

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f 71.4210 %

27 **Organizations described on line 12** a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person " **Do not file this list with your return** Enter the sum of such amounts for each year N/A

(2001) (2000) (1999) (1998)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals) **Do not file this list with your return** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year N/A

(2001) (2000) (1999) (1998)

c Add Amounts from column (e) for lines 15 ______ 16 ______ 17 ______ 20 ______ 21 ______ ▶ 27c N/A

d Add Line 27a total ______ and line 27b total ______ ▶ 27d N/A

e Public support (line 27c total minus line 27d total) ▶ 27e N/A

f *Total support for section 509(a)(2) test Enter amount on line 23, column (e)* ▶ 27f N/A

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ 27g N/A %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ 27h N/A %

28 **Unusual Grants** For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, prepare a list for your records to show for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant **Do not file this list with your return** Do not include these grants in line 15

NONE

Part V **Private School Questionnaire** (See page 7 of the instructions) N/A
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)			
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	*Other extracurricular activities?*	33h		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended?	34b		
	If you answered "Yes" to either 34a or b, please explain using an attached statement			
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

223131
01-22 03

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions) N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check ▶ a ☐ if the organization belongs to an affiliated group Check ▶ b ☐ if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount Enter the amount from the following table -	41		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44		

If the amount on line 40 is -	The lobbying nontaxable amount is -
Not over $500 000	20% of the amount on line 40
Over $500 000 but not over $1,000,000	$100 000 plus 15% of the excess over $500,000
Over $1 000,000 but not over $1 500 000	$175,000 plus 10% of the excess over $1,000,000
Over $1 500,000 but not over $17,000,000	$225 000 plus 5% of the excess over $1 500 000
Over $17 000 000	$1,000 000

Caution *If there is an amount on either line 43 or line 44, you must file Form 4720*

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below See the instructions for lines 45 through 50 on page 11 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				N/A
Calendar year (or fiscal year beginning in) ▶	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B **Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers	X		
b Paid staff or management (Include compensation in expenses reported on lines c through h)	X		
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities SEE STATEMENT 18

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 12 of the instructions)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received N/A

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☐ Yes ☒ No

b If "Yes," complete the following schedule N/A

(a) Name of organization	(b) Type of organization	(c) Description of relationship

FORM 990 GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES STATEMENT 1

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
SCHEDULE ATTACHED	3,489,475.	3,438,525.	0.	50,950.
TO FORM 990, PART I, LINE 8	3,489,475.	3,438,525.	0.	50,950.

FORM 990 GAIN (LOSS) FROM SALE OF OTHER ASSETS STATEMENT 2

DESCRIPTION		DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED	
AUTOMOBILE		08/25/99	07/17/02	PURCHASED	
NAME OF BUYER	**GROSS SALES PRICE**	**COST OR OTHER BASIS**	**EXPENSE OF SALE**	**DEPREC**	**NET GAIN OR (LOSS)**
	16,035.	29,302.	0.	17,581.	4,314.
DESCRIPTION		**DATE ACQUIRED**	**DATE SOLD**	**METHOD ACQUIRED**	
CAMCORDER		06/29/95	01/01/02	PURCHASED	
NAME OF BUYER	**GROSS SALES PRICE**	**COST OR OTHER BASIS**	**EXPENSE OF SALE**	**DEPREC**	**NET GAIN OR (LOSS)**
	0.	814.	0.	528.	<286.>
TO FM 990, PART I, LN 8	16,035.	30,116.	0.	18,109.	4,028.

FORM 990 — INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10 — STATEMENT 3

INCOME		
1. GROSS RECEIPTS	27,576	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		27,576
4. COST OF GOODS SOLD (LINE 13)	16,321	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		11,255
COST OF GOODS SOLD		
6. INVENTORY AT BEGINNING OF YEAR	72,079	
7. MERCHANDISE PURCHASED	18,607	
8. COST OF LABOR		
9. MATERIALS AND SUPPLIES		
10. OTHER COSTS	<7,336>	
11. ADD LINES 6 THROUGH 10		83,350
12. INVENTORY AT END OF YEAR	67,029	
13. COST OF GOODS SOLD (LINE 11 LESS LINE 12)		16,321

FORM 990 — COST OF GOODS SOLD - OTHER COSTS — STATEMENT 4

DESCRIPTION	AMOUNT
WITHDRAWN FOR USE BY MARSHALL FOUNDATION	<7,336.>
TOTAL INCLUDED ON FORM 990, PART I, LINE 10B	<7,336.>

FORM 990 — OTHER CHANGES IN NET ASSETS OR FUND BALANCES — STATEMENT 5

DESCRIPTION	AMOUNT
UNREALIZED DEPRECIATION OF INVESTMENT SECURITIES	<388,411.>
TOTAL TO FORM 990, PART I, LINE 20	<388,411.>

FORM 990 — OTHER EXPENSES — STATEMENT 6

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
INVESTMENT ACCOUNT EXPENSES	6,371.		6,371.	
PROFESSIONAL FEES	51,116.	51,116.		
PORTFOLIO MANAGEMENT FEES	45,957.	29,982.	8,323.	7,652.
PROGRAM DEVELOPMENT COSTS	77,248.	76,206.	543.	499.
HONORARIUMS	8,900.	8,900.		
BOOKS, PERIODICALS & SUBSCRIPTIONS	16,963.	13,386.	173.	3,404.
ADVERTISING	28,965.	11,385.	17,580.	
ROTC-PRESIDENT GEORGE W BUSH	75,183.	75,183.		
INSURANCE	9,770.	6,374.	1,769.	1,627.
COMPUTER EXPENSES	30,440.	17,940.	6,085.	6,415.
MISCELLANEOUS	17,184.	14,261.	1,700.	1,223.
SECURITY & FIRE ALARM	7,644.	6,880.	382.	382.
PHOTOGRAPHY	8,615.	7,987.	443.	185.
CONTINUING EDUCATION	2,786.	1,836.		950.
BUILDING MAINTENANCE	28,572.	23,554.	1,309.	3,709.
EXHIBIT EXPENSE	2,550.	2,550.		
DUES & MEMBERSHIPS	3,340.	2,555.	470.	315.

TRUSTEE EXPENSES	1,839.	1,200.	333.	306.
SUMMER WORKSHOP	10,370.	10,370.		
FLOWERS	8,748.	8,023.	466.	259.
TAXES	1,072.	892.	94.	86.
CREDIT CARD EXPENSE	1,532.	1,532.		
LANDSCAPING	5,715.	3,728.	1,035.	952.
REGISTRATION FEES	600.	391.	109.	100.
AWARDS	83,479.	83,479.		
EXECUTIVE SEARCH FEES	53,929.	53,929.		
DONOR RECOGNITION	13,721.			13,721.
STATIONERY	20.			20.
OFFICE RENT	18,197.	18,197.		
INTERNET PROGRAMS	6,806.	5,135.	871.	800.
UNIFORMS - PHOENIX ACADEMY	12,313.	12,313.		
TOTAL TO FM 990, LN 43	639,945.	549,284.	48,056.	42,605.

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 7
PART III

EXPLANATION

PRESERVE LEGACY OF GEORGE C. MARSHALL & PROMOTE VALUES OF DISCIPLINED SELFLESS SERVICE, HARD WORK, INTEGRITY, DEVOTION TO DUTY, AND COMPASSION.

FORM 990	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	STATEMENT 8

DESCRIPTION OF PROGRAM SERVICE THREE

MUSEUM--OPERATION IN LEXINGTON, VIRGINIA THAT DEALS WITH WORLD WAR II, MILITARY HISTORY AND THE REBUILDING OF EUROPE UNDER THE MARSHALL PLAN. INCLUDES DISPLAY OF THE NOBEL PRIZE, FLAGS, MAPS, JEEP AND OTHER PERIOD ITEMS

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE C		233,089.

FORM 990	CASH GRANTS AND ALLOCATIONS	STATEMENT 9

CLASSIFICATION	DONEE'S NAME	DONEE'S ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
PUBLIC SERVICE EDUCATION	VMI FOUNDATION	LEXINGTON, VIRGINIA 24450	NONE	1,000.
PUBLIC SERVICE EDUCATION	GEORGE C MARSHALL INTERNATIONAL	LEESBURG, VIRGINIA 20176	NONE	1,000.
PUBLIC SERVICE EDUCATION	13 / WNET	450 W 33RD ST NY NE 10001	NONE	5,000.
TOTAL INCLUDED ON FORM 990, PART II, LINE 22				7,000.

FORM 990	SPECIFIC ASSISTANCE TO INDIVIDUALS	STATEMENT 10

DESCRIPTION	AMOUNT
SCHEDULE ATTACHED-MARSHALL UNDERGRADUATE SCHOLARSHIPS	4,500.
SCHEDULE ATTACHED-BARUCH FELLOWSHIPS	19,250.
TOTAL TO FORM 990, PART II, LINE 23	23,750.

FORM 990 OTHER PROGRAM SERVICES STATEMENT 11

DESCRIPTION	GRANTS AND ALLOCATIONS	EXPENSES
LIBRARY & ARCHIVES		207,876.
PUBLICATIONS		190,041.
TOTAL TO FORM 990, PART III, LINE E		397,917.

FORM 990 NON-GOVERNMENT SECURITIES STATEMENT 12

SECURITY DESCRIPTION	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	OTHER SECURITIES	TOTAL NON-GOV'T SECURITIES
CASH EQUIVALENTS				53,855.	53,855.
CORPORATE OBLIGATIONS		545,208.			545,208.
CORPORATE STOCK	1,635,677.				1,635,677.
INTERNATIONAL BONDS			634,105.		634,105.
TO 990, LN 54 COL B	1,635,677.	545,208.	634,105.	53,855.	2,868,845.

FORM 990 GOVERNMENT SECURITIES STATEMENT 13

DESCRIPTION	U.S. GOVERNMENT	STATE AND LOCAL GOV'T	TOTAL GOV'T SECURITIES
GOVERNMENT OBLIGATIONS	3,562,962.		3,562,962.
TOTAL TO FORM 990, LINE 54, COL B	3,562,962.		3,562,962.

FORM 990 OTHER LIABILITIES STATEMENT 14

DESCRIPTION	AMOUNT
ANNUITIES PAYABLE	15,709.
POST EMPLOYMENT BENEFITS	1,953.
AGENCY FUNDS PAYABLE	91,725.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B	109,387.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 15

DESCRIPTION	AMOUNT
COSTS OF SALES REPORTED AT LINE 10B	16,321.
TOTAL TO FORM 990, PART IV-A	16,321.

FORM 990 OTHER EXPENSES NOT INCLUDED ON FORM 990 STATEMENT 16

DESCRIPTION	AMOUNT
COSTS OF SALES REPORTED AT LINE 10B	16,321.
TOTAL TO FORM 990, PART IV-B	16,321.

SCHEDULE A EXPLANATION OF QUALIFICATIONS TO RECEIVE PAYMENTS STATEMENT 17
PART III, LINE 3

SELECTION OF ELIGIBLE RECIPIENTS OF UNDERGRADUATE SCHOLARSHIPS IS MADE BY THE FACULTY OF AREA COLLEGES. BARUCH FELLOWSHIPS ARE AWARDED BASED ON APPLICATIONS THAT ARE REVIEWED BY A THREE MEMBER COMMITTEE OF ACADEMIC SCHOLARS & WRITERS.

SCHEDULE A STATEMENT OF LOBBYING ACTIVITIES - PART VI-B STATEMENT 18

LOBBYING ACTIVITIES ARE LIMITED TO SOLICITATION OF FUNDING FROM THE FEDERAL & VIRGINIA GOVERNMENTS. ACTIVITIES ARE CONDUCTED BY VOLUNTEERS & BY SENIOR MANAGEMENT. MARGINAL COSTS INCURRED ARE NOT MATERIAL AND HAVE NOT BEEN SEPARATED FROM OTHER ADMINISTRATIVE AND FUND RAISING ACTIVITIES.

GEORGE C MARSHALL RESEARCH FOUNDATION
GAIN/LOSS ON SECURITES SOLD
FOR THE YEAR ENDED DECEMBER 31, 2002

Shares	Security Name	Proceeds	Cost	Gain/ (Loss)
0 61	100TH FRAC TRAVELERS PPTY CL A	8 69	0 00	8 69
0 30	100TH FRAC TRAVELERS PPTY CL B	4 47	0 00	4 47
500 00	AMBAC FINANCIAL GROUP INC	26,910 28	30,689 60	(3,779 32)
702 00	AMERICAN INTERNATIONAL GROUP INC	48,464 61	25,008 75	23,455 86
1,000 00	AMGEN INC	45,077 24	42,432 54	2,644 70
2,400 00	AOL TIME WARNER INC	67,354 98	24,057 87	43,297 11
700 00	BAKER HUGHES INC	19,263 69	23,924 39	(4,660 70)
1,500 00	BAXTER INTL INC COM	52,753 40	76,576 95	(23,823 55)
1,500 00	BAXTER INTL INC COM	40,103 24	76,576 95	(36,473 71)
3,000 00	BED BATH & BEYOND INC	82,875 34	66,500 83	16,374 51
1,000 00	BED BATH & BEYOND INC	34,408 96	22,813 90	11,595 06
500 00	CHEVRONTEXACO CORP	33,543 98	47,278 31	(13,734 33)
1,000 00	CITGROUP	29,956 09	22,143 35	7,812 74
3,000 00	CONCORD EFS INC COM	53,033 59	63,036 15	(10,002 56)
1,000 00	CYTYC CORP COM	16,129 31	24,337 50	(8,208 19)
3,000 00	DOLLAR TREE STORES INC	72,823 89	55,611 11	17,212 78
1,000 00	DOLLAR TREE STORES INC	38,128 85	18,833 33	19,295 52
150,000 00	DUTCH GOVT	144,500 74	144,500 74	0 00
60,000 00	FEDERAL HOME LN BKS DEB	60,000 00	60,030 00	(30 00)
300,000 00	FEDERAL HOME LN BKS DEB	300,000 00	292,221 00	7,779 00
100,000 00	FEDERAL HOME LN MTG CORP DEB	100,000 00	100,125 00	(125 00)
100,000 00	FEDERAL HOME LN MTG CORP M/T/N	98,812 00	100,000 00	(1,188 00)
1,000 00	INTEL CORPORATION	33,428 89	20,073 02	13,355 87
1,000 00	INTEL CORPORATION	22,169 93	20,073 03	2,096 90
1,000 00	INTEL CORPORATION	29,159 12	20,073 02	9,086 10
1,000 00	INTERPUBLIC GROUP OF COMPANIES INC	25,839 22	27,560 00	(1,720 78)
2,000 00	INTERPUBLIC GROUP OF COMPANIES INC	33,888 16	48,932 50	(15,044 34)
1,000 00	JOHNSON & JOHNSON COM	53,338 39	64,208 53	(10 870 14)
1,000 00	LOWES COMPANIES INC COM	46,543 59	9,282 37	37,261 22
1,000 00	MERCK & CO INC	52,928 10	47,648 00	5,280 10
500 00	MICROSOFT CORP	23,602 73	21,818 75	1,783 98
500 00	MICROSOFT CORP	26,201 72	24,906 25	1,295 47
1,000 00	NOKIA CORP ADR-A SHS	22,840 85	22,998 75	(157 90)
1,000 00	PFIZER INC COM	37,538 86	43,247 50	(5,708 64)
700 00	SCHLUMBERGER LIMITED COM	27,763 68	33,922 70	(6,159 02)
395 00	TRAVELERS PPTY CAS CORP CL A & CL B NEW	6,654 79	4,410 37	2 244 42
150,000 00	U S TREASURY NOTES	154,049 50	150,433 50	3 616 00
30,000 00	U S TREASURY NOTES	30,937 50	30,086 70	850 80
20,000 00	U S TREASURY NOTES	20,622 60	20,057 80	564 80
15,000 00	U S TREASURY NOTES	15,437 55	15,127 20	310 35
300,000 00	U S TREASURY NOTES	295,968 00	294,937 50	1,030 50
150,000 00	U S TREASURY NOTES	152,319 00	149,340 10	2,978 90
50,000 00	UNITED STATES TREAS NTS	48,625 00	48,910 15	(285 15)
205,000 00	UNITED STATES TREAS NTS	208,304 55	205,448 95	2,855 60
100,000 00	UNITED STATES TREAS NTS	101,042 00	100,219 00	823 00
95,000 00	UNITED STATES TREAS NTS	96,750 85	95,020 55	1,730 30
2,000 00	WELLS FARGO & CO NEW	98,527 02	98,278 20	248 82
4,000 00	XCEL ENERGY INC	88,290 12	120,751 35	(32 461 23)
3,000 00	XCEL ENERGY INC	75,439 32	91,721 70	(16 282 38)
133 00	CITIGROUP INC	5,686 99	4,426 53	1,260 46
400 00	INTEL CORP	12,447 61	8,029 21	4,418 40
180,000 00	U S TREASURY NOTES	180,000 00	180,590 62	(590 62)
85,000 00	FEDERAL HOME LN MTG	84,521 45	84,468 75	52 70
-	DOMINION RESOURCES	19 26	0 00	19 26
15 00	MICROSOFT	966 43	1,023 45	(57 02)
200 00	AFFILIATED COMPUTER	10,092 78	10,206 00	(113 22)
28 00	EXXON MOBILE CORP	939 74	993 72	(53 98)
27 00	JOHNSON & JOHNSON	1,433 20	1,545 22	(112 02)
21 00	QUALCOMM INC	1,003 33	1 056 30	(52 97)
	Totals	3,489,475 18	3,438,525 56	50 949 62

George C. Marshall Foundation
Marshall Scholars
2002

	Amount received
Dana Baker Longwood College Box 116 Farmville, VA 23909	$250
Kirsten Davis 205 Hillcrest Hall Blacksburg, VA 24060	$250
Charles E Donohoe 2166 Lerner Hall Columbia University New York, New York 10027-8315	$250
Georgia V Hancock 877F Port Republic Road Harrisonburg, VA 22801	$250
Blaine Horton 19813 Shelburne Glebe Road Purcellville, VA 20132	$250 + $500(Prize) = $750
Pamela Lee 226 Lewis Street Lexington, VA 24450	$250
Jon Mikolashek 103-A Healy Street Farmville, VA 23901	$250
Sarah Elizabeth Moffett Eastern Mennonite University 1200 Park Road Harrisonburg, VA 22802	$250
Katy Morrow King College Box #3419 Bristol, TN 37620	$250

Marshall Scholars cont	Amount received
Peter Mundey Bridgewater College Box 1040 Bridgewater, VA 22812	$250
Cadet Curtis Bradley Neiboer Virginia Military Institute Box 80888 Lexington, VA 24450	$250
Sarah Sanders 4926 West Lee Highway Wytheville, VA 24382	$250
Abbie L Salyers 336 Old South High Street Harrisonburg, VA 22801	$250
Philip W Travis P O Box 6941 Radford VA 24142	$250
Chrystal Tychonievich Main 3163 One College Hill Drive Buena Visa, VA 24416	$250
Lauri Ann Vaterlaus Main Box 3076 One College Hill Drive Buena Visa, VA 24416	$250
	4500

George C. Marshall/Baruch Fellowship Awards
2001-2002

Priscilla Roberts SSN 154 -70 - 4377
Department of History
University of Hong Kong
HONG KONG

5400

Stelios Zachariou (Greek)
P.O Box 30015
Athens, 10033
GREECE

3600

Carl Edward Ashley SSN 235 -13 - 6399
231 14th Street S E
Washington, DC 20003

3500

Alesandro Brogi SSN 285 - 92 - 5170
141 Cottage Street, Apt. D6
New Haven, CT 06511

3150

Current address (Brogi)
Assistant Professor of History
502 Old Main
University of Arkansas
Fayetteville, AR 72701

Chad Williams SSN 617 - 20 - 1143
Department of History
Princeton University
206 Dickinson Hall
Princeton, New Jersey 08544

1800

Susan J. Lee SSN 113 - 70 - 4221
1 Capri Drive
Roslyn, NY 11576

1350

Erez Manela
539/4 Prospect Street
New Haven, CT 06511

450

19250

Book Basis

GEORGE C. MARSHALL RESEARCH FOUNDATION
Depreciation Schedule by G/L Account Number
For the 12 Months Ended 12/31/02

05/29/03
12 27PM

Asset No	Asset Description	Date Acquired	Method	Life	Sold?	Cost	Accum Depr 01/01/02	Current Depreciation	Accum Depr 12/31/02
0900-00-1600	BUILDINGS & GROUNDS								
00101	BLDG-FYE 6/30/65	06/30/65	ST LINE	50/00	N	616,804 00	450,266 24	12,336 08	462,602 32
00102	BLDG-FYE 6/30/69	06/30/69	ST LINE	50/00	N	19,340 00	12,573 40	386 80	12,960 20
00103	BLDG-FYE 6/30/75	06/30/75	ST LINE	50/00	N	920 00	483 20	18 40	501 60
00104	STEPS	12/31/87	ST LINE	50/00	N	5,400 00	1,566 00	108 00	1,674 00
00105	AUDITORIUM	06/30/89	ST LINE	50/00	N	156,892 00	39,224 52	3 137 84	42,362 36
00108	STONE-PORCHES	09/26/90	ST LINE	50/00	N	5,125 00	1,182 50	102 50	1,285 00
00106	OFFICE CONST	10/03/90	ST LINE	50/00	N	1,566 00	357 96	31 32	389 28
00107	CONST-SHELVES	12/13/90	ST LINE	50/00	N	1,446 00	332 76	28 92	361 68
00109	SEWER LINE	11/15/91	ST LINE	50/00	N	3 077 00	649 62	61 54	711 16
00110	LIGHT FIXTURES-FOSTER ROOM	05/26/92	ST LINE	15/00	N	2,700 00	1,710 00	180 00	1,890 00
00111	IMPROVEMENTS-FOSTER ROOM	06/04/92	ST LINE	50/00	N	11,603 00	2,204 18	232 06	2,436 24
00112	IMPROVEMENTS-FOSTER ROOM	07/16/92	ST LINE	50/00	N	623 00	115 38	12 46	127 84
00113	BEARINGS & FAN SHAFT	03/22/94	ST LINE	10/00	N	1,527 00	1,185 10	152 70	1,337 80
00114	HANDICAP RESTROOM	10/31/94	ST LINE	20/00	N	21,687 00	7,770 05	1,084 35	8,854 40
00115	HALL OF HONOR	12/31/94	ST LINE	20/00	N	7,200 00	2,520 00	360 00	2,880 00
00117	PIPE WORK-BOILER	09/13/95	ST LINE	10/00	N	847 00	537 10	84 70	621 80
00119	UPGRADE SECURITY SYSTEM	07/23/97	ST LINE	10/00	N	4,668 00	2,100 40	466 80	2,567 20
00118	AIR HANDLER-AUDITORIUM	11/15/97	ST LINE	10/00	N	24,095 00	10,843 50	2,409 50	13,253 00
00120	RENOVATIONS-NATL PORTRAIT	08/31/98	ST LINE	20/00	N	6,215 00	1,036 25	310 75	1,347 00
00121	AIR COMPRESSOR	02/14/01	ST LINE	10/00	N	2,379 38	208 20	237 94	446 14
	Total for (BUILDINGS & GROUNDS)					894,114 38	536,866 36	21,742 66	558,609 02
0900-00-1601	FURNITURE & FIXTURES								
00201	EQUIP-FYE 6/30/73	06/30/73	ST LINE	15/00	N	126,044 00	126,044 00	0 00	126,044 00
00202	EQUIP-FYE 3/30/74	06/30/74	ST LINE	15/00	N	5,875 00	5,875 00	0 00	5,875 00
00203	EQUIP-FYE 6/30/75	06/30/75	ST LINE	15/00	N	3,083 00	3,083 00	0 00	3,083 00
00204	EQUIP-FYE 6/30/76	06/30/76	ST LINE	15/00	N	3,296 00	3,296 00	0 00	3,296 00
00205	EQUIP-FYE 6/30/77	06/09/77	ST LINE	15/00	N	1,904 00	1,904 00	0 00	1,904 00
00206	FILM	06/30/77	ST LINE	15/00	N	26,000 00	26,000 00	0 00	26,000 00
00207	EQUIP-FYE 6/30/78	06/30/78	ST LINE	15/00	N	18,982 00	18,982 00	0 00	18,982 00
00208	EQUIP-FYE 6/30/79	06/30/79	ST LINE	15/00	N	2,426 00	2,426 00	0 00	2,426 00
00209	EQUIP-FYE 6/30/80	06/30/80	ST LINE	15/00	N	3,518 00	3,518 00	0 00	3,518 00
00210	EQUIP-FYE 12/31/80	12/31/80	ST LINE	15/00	N	4,487 00	4 487 00	0 00	4,487 00
00211	EQUIP-FYE 12/31/81	12/31/81	ST LINE	15/00	N	6 459 00	6,459 00	0 00	6,459 00
00212	EQUIP-FYE 12/31/82	12/31/82	ST LINE	15/00	N	7,258 00	7,258 00	0 00	7,258 00
00213	EQUIP-FY 12/31/83	12/31/83	ST LINE	15/00	N	31,282 00	31,282 00	0 00	31,282 00
00214	OFFICE EQUIPMENT	01/01/85	ST LINE	15/00	N	646 00	646 00	0 00	646 00
00215	EQUIPMENT	01/01/85	ST LINE	15/00	N	53 818 00	53,818 00	0 00	53,818 00
00243	MEDIA CTR SIGNS	01/01/86	ST LINE	15/00	N	125 00	125 00	0 00	125 00
00245	TAPE DECK	01/01/86	ST LINE	15/00	N	2,181 00	2,181 00	0 00	2 181 00
00246	CALCULATOR	01/01/86	ST LINE	15/00	N	83 00	83 00	0 00	83 00
00247	MUSEUM DISPLAYS	01/01/86	ST LINE	15/00	N	60 00	60 00	0 00	60 00
00248	USED FILE CABINET	01/01/86	ST LINE	15/00	N	272 00	272 00	0 00	272 00
00249	USED MAP CASE	01/01/86	ST LINE	15/00	N	26 00	26 00	0 00	26 00
00254	CONF ROOM TABLE	01/01/86	ST LINE	15/00	N	225 00	225 00	0 00	225 00

Book Basis

GEORGE C. MARSHALL RESEARCH FOUNDATION
Depreciation Schedule by G/L Account Number
For the 12 Months Ended 12/31/02

05/29/03
12 27PM

Asset No	Asset Description	Date Acquired	Method	Life	Sold?	Cost	Accum Depr 01/01/02	Current Depreciation	Accum Depr 12/31/02
0900-00-1601	FURNITURE & FIXTURES								
00259	FOLDING CHAIRS	01/01/87	ST LINE	15/00	N	1,153 00	1,077 61	38 39	1,116 00
00260	HIGHWAY SIGN	01/01/87	ST LINE	15/00	N	489 00	460 80	16 30	477 10
00261	EMERGENCY LIGHTS	01/01/87	ST LINE	15/00	N	381 00	351 20	12 70	363 90
00262	DONOR BOARD	01/01/87	ST LINE	15/00	N	1,302 00	1,217 40	43 40	1,260 80
00263	THERMO HYDROGRAPH	01/01/87	ST LINE	15/00	N	688 00	643 61	22 89	666 50
00264	BENCHES (2)	01/01/87	ST LINE	15/00	N	391 00	364 21	12 99	377 20
00265	SIGN	01/01/87	ST LINE	15/00	N	75 00	70 00	2 50	72 50
00266	OFFICE CHAIR	01/01/87	ST LINE	15/00	N	164 00	153 79	5 51	159 30
00273	CLEAN AIR MACHINE	01/01/89	ST LINE	15/00	N	184 00	150 81	12 27	163 08
00274	COMPUTER FURNITURE	01/01/89	ST LINE	15/00	N	414 00	348 80	27 60	376 40
00275	AUDITORIUM CHAIRS	01/01/89	ST LINE	15/00	N	30,650 00	25,538 99	2,043 33	27,582 32
00277	TV & EQUIPMENT	01/01/89	ST LINE	15/00	N	4,509 00	3,760 80	300 60	4,061 40
00280	FLOORING	01/01/89	ST LINE	15/00	N	2,350 00	1,961 01	156 67	2,117 68
00281	AES ROANOKE	01/01/89	ST LINE	15/00	N	1,300 00	1,086 01	86 67	1,172 68
00282	COMPUTER FURNTURE	01/01/89	ST LINE	15/00	N	666 00	551 20	44 40	595 60
00287	CASSETTE RECORDER	01/01/90	ST LINE	15/00	N	1 050 00	805 00	70 00	875 00
00288	SOLINET EQUIPMENT	01/01/90	ST LINE	15/00	N	16,875 00	12,938 00	1 125 00	14,063 00
00289	5-DRAWER FILE CABINETS (2)	01/17/91	ST LINE	15/00	N	479 00	335 79	31 93	367 72
00295	CHAIR & LOVE SEAT	08/15/91	ST LINE	15/00	N	921 00	642 20	61 40	703 60
00297	OVERHEAD PROJECTOR	01/16/92	ST LINE	15/00	N	372 00	236 40	24 80	261 20
00299	13" EMERSON COLOR TV/VCR	06/08/92	ST LINE	15/00	N	307 00	191 41	20 47	211 88
00300	CARPET-FOSTER ROOM	07/17/92	ST LINE	15/00	N	1,010 00	637 99	67 33	705 32
00301	CHAIRS (4)	08/12/92	ST LINE	15/00	N	919 00	580 81	61 27	642 08
00302	BOILER	08/26/92	ST LINE	15/00	N	5,486 00	3,476 19	365 73	3,841 92
00307	FOSTER ROOM FURNITURE	01/01/94	ST LINE	10/00	N	1,077 00	863 10	107 70	970 80
00309	CASH REGISTER-MUSEUM SHOI	01/01/94	ST LINE	10/00	N	738 00	591 40	73 80	665 20
00308	DOWNSTAIRS TV	09/28/94	ST LINE	10/00	N	439 00	318 70	43 90	362 60
00306	TYPESETTING SYSTEM	10/25/94	ST LINE	10/00	N	22,873 00	16,390 90	2,287 30	18,678 20
00305	LASER DISK MOVIE	12/16/94	ST LINE	10/00	N	3,425 00	2,399 50	342 50	2,742 00
00310	WALNUT & FLEXI GLASS DISPLA	04/26/95	ST LINE	10/00	N	2,759 00	1,839 70	275 90	2,115 60
00312	WORKSTATION MEMORY UPGR/	06/06/95	ST LINE	10/00	N	1,850 00	1,218 00	185 00	1,403 00
00313	COMCORDER	06/29/95	ST LINE	10/00	Y	814 00	528 20	0 00	528 20
00314	TRANSCRIBERS	09/27/95	ST LINE	10/00	N	515 00	323 50	51 50	375 00
00315	DISPLAY CASES (8)	11/17/95	ST LINE	10/00	N	757 00	461 10	75 70	536 80
00316	HP600 PRINTER W/COLOR CART	12/31/95	ST LINE	10/00	N	323 00	192 90	32 30	225 20
00317	RENOVATED DONOR BOARD	01/15/96	ST LINE	10/00	N	2,445 00	1,468 50	244 50	1,713 00
00318	UNIVERSAL WORK CENTERS-2 (	02/27/96	ST LINE	05/00	N	556 00	556 00	0 00	556 00
00324	USED 60" ROUND CONF TABLE (	04/08/96	ST LINE	05/00	N	198 00	198 00	0 00	198 00
00325	INSTALL COMPUTER CABLE & TI	04/30/96	ST LINE	05/00	N	2,434 00	2,434 00	0 00	2,434 00
00326	MISC COMPUTER HARDWARE &	06/28/96	ST LINE	05/00	N	50,736 00	50,736 00	0 00	50,736 00
00320	DEHUMIDIFIERS (2)	07/01/96	ST LINE	05/00	N	428 00	428 00	0 00	428 00
00321	BENCHES, SHELVES WHEELCH/	07/01/96	ST LINE	05/00	N	2,059 00	2,059 00	0 00	2,059 00
00319	TV, VCR, CHAIR, AUDIO PLAYER	08/04/96	ST LINE	05/00	N	1,298 00	1,298 00	0 00	1,298 00
00328	CREDIT CARD MACHINE-SHOP	09/30/96	ST LINE	05/00	N	575 00	575 00	0 00	575 00

GEORGE C. MARSHALL RESEARCH FOUNDATION
Depreciation Schedule by G/L Account Number
For the 12 Months Ended 12/31/02

Asset No	Asset Description	Date Acquired	Method	Life	Sold?	Cost	Accum Depr 01/01/02	Current Depreciation	Accum Depr 12/31/02
0900-00-1601	FURNITURE & FIXTURES								
00327	COMPUTER DESK-MARY	12/06/96	ST LINE	05/00	N	326 00	326 00	0 00	326 00
00329	Debbie's HP LASERJET 5M PRINT	02/27/97	ST LINE	05/00	N	2 240 00	2,016 00	224 00	2,240 00
00333	STAMP FRAMES-TRAVELING EX	05/20/97	ST LINE	05/00	N	2,056 00	1,850 60	205 40	2,056 00
00332	48"X96" MUSEUM PANELS-STATI	08/14/97	ST LINE	05/00	N	2,435 00	2,192 00	243 00	2,435 00
00334	RESOTRE & REDESIGN ELECTR	09/05/97	ST LINE	10/00	N	4,298 00	1,934 40	429 80	2,364 20
00331	PORTABLE DISPLAY UNIT	09/17/97	ST LINE	05/00	N	1,722 00	1,549 20	172 80	1,722 00
00330	GCM CUT-OUT FIGURE	10/31/97	ST LINE	05/00	N	1,575 00	1,418 00	157 00	1,575 00
00340	FR SOFTWARE-DEVELOPMENT	04/15/99	ST LINE	03/00	N	8,750 00	7,291 67	1,458 33	8,750 00
00336	COMPUTERIZED DOWNSTAIRS I	04/30/99	ST LINE	05/00	N	12,240 50	6,120 25	2,448 10	8,568 35
00339	PUBLICATIONS HARDWARE & S(	06/11/99	ST LINE	05/00	N	20,730 09	10,365 05	4,146 02	14,511 07
00338	EXHIBIT CASES W/PLEXI GLASS	06/30/99	ST LINE	05/00	N	3,225 00	1,612 50	645 00	2,257 50
00335	AUDIO/VIDEO EQUIP-POGUE AU	08/16/99	ST LINE	05/00	N	16,791 00	8,395 50	3,358 20	11,753 70
00337	DONOR DISPLAY BOARD	12/22/99	ST LINE	05/00	N	2,800 00	1,400 00	560 00	1,960 00
00342	Shop-DELL DIMENSION XPS T50(	01/04/00	ST LINE	05/00	N	1 575 90	472 77	315 18	787 95
00345	Joellen's-DELL DIMENSION XPS T	04/24/00	ST LINE	05/00	N	1,522 58	456 78	304 52	761 30
00347	CABLES, NETWORK CARDS, POI	05/01/00	ST LINE	05/00	N	8,043 00	2,412 90	1,608 60	4,021 50
00341	FLATBED SCANNER-Jeanne's	07/30/00	ST LINE	05/00	N	739 99	222 00	148 00	370 00
00343	Larry's-HP LASERJET 4050 w/JET	08/01/00	ST LINE	05/00	N	1,357 05	407 12	271 41	678 53
00346	TABLE & 2 CHAIRS-DEVELOPME	09/30/00	ST LINE	07/00	N	861 90	184 69	123 13	307 82
00344	Mary's COMPUTER, PRINTER & E	10/31/00	ST LINE	05/00	N	2 953 76	886 13	590 75	1,476 88
00351	MIKE'S FURNITURE-END TABLE,	09/15/01	ST LINE	07/00	N	2,672 85	190 92	381 84	572 76
00348	Craig's-DIMENSION 8200 COMPU	10/19/01	ST LINE	05/00	N	2,309 00	230 90	461 80	692 70
00350	PROJECTOR-InFOCUS LP 530 W.	11/05/01	ST LINE	05/00	N	5,284 00	528 40	1,056 80	1,585 20
00349	Mike's-DIMENSION 4300 COMPUT	11/07/01	ST LINE	05/00	N	2,100 99	210 10	420 20	630 30
00352	HP LASERJET 8150N & ENVELOF	12/20/01	ST LINE	05/00	N	3,158 00	315 80	631 60	947 40
00354	2 DESKS & RETURN-MAINI & LO\	10/31/02	ST LINE	05/00	N	1,567 00	0 00	156 70	156 70
00353	CARPETING-PRESIDENT'S OFFI(	11/05/02	ST LINE	07/00	N	2,648 20	0 00	189 16	189 16
00355	FURNITURE	11/30/02	ST LINE	05/00	N	4,054 00	0 00	405 40	405 40
00356	CHAIR	11/30/02	ST LINE	05/00	N	288 00	0 00	28 80	28 80
00360	LATERAL FILE	11/30/02	ST LINE	05/00	N	509 23	0 00	50 92	50 92
00357	FURNITURE-LINDA	12/31/02	ST LINE	05/00	N	632 43	0 00	63 24	63 24
00358	FURNITURE-PRESIDENT	12/31/02	ST LINE	05/00	N	254 15	0 00	25 42	25 42
00359	FURNITURE	12/31/02	ST LINE	05/00	N	2,529 00	0 00	252 90	252 90
	Total for (FURNITURE & FIXTURES)					590,733 62	493,499 21	29,908 27	523,407 48
0900-00-1800	VEHICLES								
00700	1999 ACURA (MODEL TL 32)	08/25/99	ST LINE	05/00	Y	29,301 65	14,650 83	2,930 17	17 581 00
	Total for (VEHICLES)					29 301 65	14 650 83	2,930 17	17,581 00
	Client Subtotal Before Sales					1,514,149 65	1,045,016 40	54,581 10	1 099,597 50
	Less Assets Sold					30,115 65			18,109 20
	Total					1,484,034 00	1,045,016 40	54,581 10	1,081,488 30

GEORGE C. MARSHALL FOUNDATION

BOARD OF TRUSTEES
(as of 4/1/02)

Mr Paul W Douglas
Suite 4600
60 East 42nd Street
New York, NY 10165

Mr James H Evans
Suite 2005
375 Park Avenue
New York, NY 10152

General Andrew J Goodpaster
USA, (Ret)
The Eisenhower World Affairs Institute
1620 I Street NW Suite 703
Washington, DC 20006

General Paul F Gorman, USA (Ret)
9175 Batesville Road
Afton, VA 22920

Mr Bruce C Gottwald
Chairman of the Board
The Ethyl Corporation
330 South Fourth Street
Richmond, VA 23219

Mr Floyd D Gottwald, Jr
Chairman Of The Board
Albemarle Corporation
330 South Fourth Street
Richmond, VA 23219

The Honorable C Boyden Gray
Wilmer, Cutler And Pickering
2445 M Street, NW
Washington, DC 20037

The Honorable Elmon T Gray
President
Gray Land And Timber Company
P O. Box 85
Waverly, VA 23890

The Honorable Fred L Hadsel
106 White Street
Lexington, VA 24450

Mr Robert V Hatcher, Jr
8401 Patterson Avenue
Suite 106
Richmond, VA 23229

Dr Thomas H Henriksen
177 Lundy Lane
Palo Alto, CA 94306

The Honorable Paul R Ignatius
3650 Fordham Road, NW
Washington, DC 20016

The Honorable Nancy L Kassebaum Baker
U S Embassy Tokyo
Unit 45004, Box 200
APO, AP 96337-5004

Mr James V Kimsey
AOL Foundation
President
1700 Pennsylvania Ave , NW, Suite 900
Washington, DC 20006

MG & Mrs John W Knapp
212 Barclay Lane
Lexington, VA 24450

The Honorable Melvin Laird
Suite 212
1730 Rhode Island Avenue,NW
Washington, DC 20036

Mr Robert H Lamb
Wright & Tailisman, PC
Suite 600, 1200 G St NW
Washington, DC 20005-3802

Mr Harry G Lee
9806 St Julian's Lane
Richmond, VA 23233

Mr William J Lemon
Martin, Hopkins & Lemon P C
P O Box 13366
Roanoke, VA 24033-3366

Dr. James R Leutze
Office Of The Chancellor
University Of NC-Wilmington
601 S College Road
Wilmington, NC 28403-3297

Dr. William W Lewis
McKinsey & Co , Inc.
600 14th Street, NW
Suite 300
Washington, DC 20005

Mr & Mrs Frank G. Louthan, Jr
10 Robin Road
Richmond, VA 23226

Mr. Dana G. Mead
Eight Sound Shore Drive, Suite 100
Greenwich, CT 06830

Gen Jack N Merritt, USA (Ret)
AUSA
President Emeritus
2425 Wilson Blvd.
Arlington, VA 22201

Gen & Mrs. Edward C Meyer, USA (Ret)
Apartment 1116
1101 S.Arlington Ridge Road
Arlington, VA 22202

Mr Steven L. Miller
Chairman, President & CEO
Shell Oil Company
910 Louisiana
Houston, TX 77252

Mr. Ross R. Millhiser
Philip Morris Companies, Inc
10th Floor
100 Park Avenue
New York, NY 10017

The Honorable Paul H Nitze
The Paul H. Nitze School of AIS
The Johns Hopkins Univ
1619 Massachusetts Ave , Suite 811
Washington, DC 20036

Mr. H. Merrill Pasco
1600 Westbrook Ave.
Garden Apartment #3
Richmond, VA 23227

Mr. L.F. Payne, Jr
McGuire Woods Consulting
1050 Connecticut Ave Suite 1200
Washington, DC 20036

General & Mrs. J. H. B. Peay, III, USA (Ret)
Chairman, President & CEO
Allied Research Corporation
8000 Towers Crescent Drive - Suite 260
Vienna, VA 22182

The Honorable John Porter
Hogan and Hartson
555 13th Street, NW
Washington, DC 20004

The Honorable Colin Powell
Secretary of State
U.S. Department of State
Washington, DC 20520

The Honorable Joseph W Prueher, USN (Ret)
904 Abingdon Road
Virginia Beach, VA 23451

Mrs Lois Quam
CEO - Ovations
9900 Bren Road East
Mail Route MN008-T500
Minnetonka, MN 55343

Mr W Thomas Rice
Chairman Emeritus
Seaboard Coast Line Ind ,Inc
PO Box 85629
Richmond, VA 23285-5629

The Honorable Rozanne L Ridgway
Mr Ted Deming
2695 Marcy Road
Arlington, va 22207

General Bernard W Rogers, USA (Ret)
1467 Hampton Ridge Drive
McLean, VA 22101

Mr Jack Rudin
345 Park Ave 33rd Floor
New York, NY 10154

The Honorable Warren Rudman
Paul, Weiss, Rifkind, Wharton & Garrison
1615 L Street, NW
Washington, DC 20036-5694

Mr Isadore M Scott
The Quadrangle
3300 Darby Road #2203
Haverford, PA 19041-1068

Lt General Brent Scowcroft, USAF (Ret)
The Scowcroft Group
900 17th Street NW Suite 500
Washington, DC 20006

Dr Shelton H Short, III
P O Drawer 1827
113 Dan Circle
Clarksville, VA 23927

LTG DeWitt Smith, Jr , USA (Ret)
21 West Lane
Niantic, CT 06357-3715

Mr & Mrs Joseph M Spivey, III
19 Howe Lane
Lexington, VA 24450

The Honorable Elmer B Staats
Harry S Truman Scholarship
712 Jackson Place NW
Washington, DC 20006

General Gordon R Sullivan, USA(Ret)
AUSA
President
2425 Wilson Blvd
Arlington, VA 22201

Dr Charles W Sydnor, Jr
President
CVETC
23 Sesame Street
Richmond, VA 23235

General John W Vessey, Jr
USA, Ret
27650 Little Whitefish Road
Garrison, MN 56450

General Carl E Vuono, USA(Ret)
Bush Hill Woods
5796 Westchester Drive
Alexandria, VA 22310

General Sam S Walker, USA (Ret)
1600 Morganton Road P-24
Pinehurst, NC 28374

Mr Olin L Wethington
Steptoe & Johnson
1330 Connecticut Avenue NW
Washington, DC 20036-1795

Mr John C Whitehead
AEA Investors, Inc
65 E 55th Street
26th Floor
New York, NY 10022

Mr George F Will
1208 30th Street NW
Washington, DC 20007

Mr Samuel B Witt, III
Stateside Associates, Inc
2300 Clarendon Blvd
Arlington, VA 22201

Mr Clifford M Yonce
34 Evergreen Road
Greenwich, CT 06830

Mr John H Zentay
Verner, Liipfert, Bernhard, McPherson &
Hand
901 15th Street, NW
Washington, DC 20005-2301

Form **8868** (December 2000)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Note Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note. Form 990-T corporations *requesting an automatic 6-month extension - check this box and complete Part I only* ▶ [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print		
File by the due date for filing your return See instructions	Name of Exempt Organization GEORGE C. MARSHALL RESEARCH FOUNDATION	Employer identification number 54-6052427
	Number, street, and room or suite no If a P O box, see instructions P. O. BOX 1600	
	City, town or post office, state, and ZIP code For a foreign address, see instructions LEXINGTON, VA 24450	

Check type of return to be filed(file a separate application for each return)

[X] Form 990	[ ] Form 990 T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990 T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990 PF	[ ] Form 1041 A	[ ] Form 8870

- If the organization does **not** have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a **Group Return,** enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the **whole** group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3 month (6-month, for **990-T corporation**) extension of time until AUGUST 15, 2003 to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2002 or
▶ [ ] tax year beginning ____________________, and ending ____________________

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990 PF, 990 T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions $ ________

b If this application is for Form 990-PF or 990 T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit $ ________

c **Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions $ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [illegible] Title ▶ CPA State of Virginia Date ▶ 5/12/03

LHA For Paperwork Reduction Act Notice, see instruction Form 8868 (12-2000)

223831
05-01-02